

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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RANDALL'S ISLAND FAMILY GOLF : Case Nos. 00 B 41065 (SMB)
CENTERS, INC., et. al. : through 00 B 41196 (SMB)
Debtors. :
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**ORDER GRANTING CERTAIN UTILITIES ADEQUATE ASSURANCE OF
PAYMENT PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE**

On December 7, 2000, this matter came before the Court on The Consolidated Edison Company of New York, Inc., Long Island Lighting Company, d/b/a LIPA, KeySpan Gas East Corporation d/b/a KeySpan Energy Delivery Long Island, Duke Power Company, Baltimore Gas And Electric Company, Niagara Mohawk Power Corporation, Virginia Electric And Power Company (Dominion Virginia Power) and Georgia Power's (the Utilities) Motion Pursuant To Section 366(b) Of The Bankruptcy Code For An Order Modifying The Order Determining That Certain Utilities Are Adequately Assured Of Payment (the Motion). In accordance with the Court's ruling at the hearing held on December 7, 2000 on the Motion and the parties' agreement as to the remaining issues, it is

ORDERED that the Debtors shall immediately tender payment to the Utilities for any issued and outstanding bills that are past due, which shall mean invoices under which the Debtors have failed to tender payment to the Utilities by the deadline set forth on the applicable invoice; it is further

ORDERED that the Debtors shall tender payment to the Utilities for any invoices issued prior to

or subsequent to this Order by the payment deadline set forth on the applicable invoice; it is further

ORDERED that commencing December 19, and every Tuesday thereafter, unless Tuesday is a holiday and then on the next business day, the Debtors shall send, via overnight mail, the following payments for services provided the preceding week:

- A. The Consolidated Edison Company of New York, Inc. - \$21,720.63
- B. Long Island Lighting Company, d/b/a LIPA, KeySpan Gas East Corporation d/b/a KeySpan Energy Delivery Long Island - \$24,778.13
- C. Duke Power Company - \$1,871.88
- D. Baltimore Gas And Electric Company - \$2,992
- E. Niagara Mohawk Power Corporation - \$3,977.50
- F. Virginia Electric And Power Company (Dominion Virginia Power) - \$8,228.88;
- G. Georgia Power - \$1,334.77.

Attached as Exhibit 1 is a chart that sets forth how the foregoing payments will be applied to the applicable accounts; it is further

ORDERED that the weekly payments provided for in the preceding decretal paragraph are subject to adjustment if the average usage changes and/or the Debtors close a location or locations that receive service from the Utilities. With respect to average usage changes, the parties will reconcile amounts every 6 months commencing on May 15, 2001; it is further

ORDERED that at the end of the applicable billing cycle each month, which shall be the same billing cycles that were in place pre- and post-petition, the Utilities shall reconcile the payments against the Debtors' actual bills. If the payments exceed the amount of the applicable usage for the time period at issue, the Debtors shall be entitled to reduce the amount of their weekly payment for the week(s) following the receipt of a statement/bill setting forth the credit by the amount of the credit. If, however, the payments are less than the actual usage and the bill amount, the Debtors shall pay the amount due by

the applicable due date on the bill, which shall be a due date in accordance with the parties' past practice; it is further

ORDERED that payments that are to be made under this Order shall be sent to:

- A. Dominion Virginia Power
Attn: Mr. Dean Harris
System Credit
One James River Plaza, 18th Floor
701 East Cary Street
Richmond, Virginia 23219
- B. Consolidated Edison Company of New York, Inc.
Attn: Leon Z. Mener, Esq.
General Litigation and Claims
4 Irving Place, Room 840
New York, NY 10003
- C. Duke Power Company
Attn: Deborah Edwards, Esq.
422 South Church Street (PBO5E)
Charlotte, N.C. 28202
- D. Eric Perrotta
Long Island Lighting Company, d/b/a LIPA,
KeySpan Gas East Corporation
15 Park Drive
Melville, NY 11747
- E. Baltimore Gas And Electric Company
Attention: Jose H. Pineda III
1700 Gas & Electric Building, Room 1420
P.O. Box 1475
Baltimore, MD 21203
- F. Niagara Mohawk Power Corporation
Attn: William C. Grossman, Esq.
Senior Counsel
535 Washington Street
Buffalo, NY 14203

G. Georgia Power
Attn: Mary Frances Mackin, Esq.
Troutman Sanders, LLP
Bank Of America Plaza
Suite 5200
600 Peachtree Street NE
Atlanta, GA 30308-2216; it is further

ORDERED that if the Debtors fail to tender a payment by the applicable deadlines established by this Order, the Utilities can terminate service to the Debtors seven (7) days after the following individuals have received notice of such default (the "Cure Period"): (i) Family Golf Centers, Inc., 538 Broadhollow Road, 4th Floor, Melville, New York 11747 (Attn: Pamela S. Charles, facsimile no. 631-694-1935) and (ii) Fried Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004 (Attn: Gerald C. Bender, Esq., facsimile no. 212-859-8583). If the Debtors fail to cure the default by the end of the Cure Period, the Utility can terminate service to the Debtors; it is further

ORDERED that a Utilities' failure to terminate service immediately with respect to a defaulted account shall not constitute a waiver of its rights.

ORDERED, that under Section 503(b)(1)(A) of the Bankruptcy Code, any unpaid post-petition utility charges constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Objecting Utilities to an administrative expense priority under section 507(a)(1) of the Bankruptcy Code against the applicable Debtor; and it is further

Dated: New York, New York
January 8, 2001

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

